

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Re: D.I. 89, 223

**SECOND SUPPLEMENTAL DECLARATION OF KEVIN GROSS IN SUPPORT OF
DEBTORS' APPLICATION TO RETAIN AND EMPLOY RICHARDS, LAYTON
& FINGER, P.A. AS CO-COUNSEL EFFECTIVE AS OF THE PETITION DATE**

I, Kevin Gross, state the following under penalty of perjury:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and I am Of Counsel of the firm of Richards, Layton & Finger, P.A. (“**RL&F**”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this declaration in response to certain informal comments received from the Office of the United States Trustee for the District of Delaware and to supplement (i) the declaration [D.I. 89; Ex. B] (the “**Original Declaration**”) and (ii) the *Supplemental Declaration of Kevin Gross In Support of Debtors' Application to Retain and Employ Richards, Layton & Finger, P.A. As Co-Counsel Effective As of the Petition Date*, dated August 3, 2023 [D.I. 223] (the “**Supplemental Declaration**”²), both of which I submitted in support of the application [D.I. 89] (the “**Application**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for an order approving the employment and

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Supplement Declaration.

retention of RL&F as their co-counsel in the above-captioned cases effective as of June 27, 2023 (the “**Petition Date**”), in compliance with and to provide disclosure pursuant to sections 327(a), 328(a), 329, and 330 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon RL&F’s completion of further analysis or as additional creditor information becomes available to it, a further supplemental declaration will be submitted to the Court. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court, RL&F intends to apply for compensation for professional services rendered in connection with these chapter 11 cases (the “**Chapter 11 Cases**”), plus reimbursement of actual, necessary expenses and other charges incurred by RL&F during the Chapter 11 Cases.

4. As I previously disclosed in the Supplemental Declaration, RL&F represented the Company in connection with the Corporate Matter wherein the Company commenced an action filed on January 26, 2023 pursuant to 8 *Del. C.* § 205 in the Chancery Court (the “**205 Action**”) seeking entry of an order to validate an alleged potentially defective corporate act and confirm an earlier stockholder-approved increase in the Company’s Class A common stock. To supplement my prior disclosures concerning the Corporate Matter, the Corporate Matter included advice related to the matters at issue in the 205 Action, including the

issuance by RL&F of an opinion to the Company dated April 1, 2022 (the “**Opinion**”) that also was filed as “Exhibit E” to the Petition in the 205 Action (*see* Ex. E to Verified Petition for Relief Pursuant to 8 *Del. C.* § 205, *In re Lordstown Motors Corp.*, C.A. No. 2023-0083-LWW (Del. Ch.)). Further, RL&F received \$27,306.00 in connection with the Opinion and related advice, on August 8, 2022, and a further \$75,913.65 (in aggregate) in connection with services in the Corporate Matter on August 24, 2022, and March 3, 2023. Each of the invoices issued by RL&F for its services in the Corporate Matter (including the Opinion and the 205 Action) reflect the same, single internal matter number RL&F used for the Corporate Matter.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 12, 2023

/s/ Kevin Gross
Kevin Gross (No. 209)